

QUANTA CAPITAL HOLDINGS LTD

Form SC TO-I/A

August 13, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO

(Amendment No. 6)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the
Securities Exchange Act of 1934

QUANTA CAPITAL HOLDINGS LTD.

(Name of Subject Company (Issuer))

QUANTA CAPITAL HOLDINGS LTD.

QCH ACQUISITION LTD.

(Name of Filing Persons (Offerors))

10.25% Series A Preferred Shares

(Title of Class of Securities)

G7313F114

(CUSIP Number of Class of Securities)

Agent for Service:

CT Corporation System

111 Eighth Avenue, 13th Floor

New York, New York 10011

(212) 894-8400

(Name, address and telephone number of person

authorized to receive notices and communications on behalf of filing person)

With a copy to:

**Amar Budarapu
W. Crews Lott
Baker & McKenzie LLP
2001 Ross Avenue, Suite 2300
Dallas, Texas 75201
(214) 978-3000**

**J. Brett Pritchard
Janet Otsuka Love
Lord, Bissell & Brook LLP
111 South Wacker Drive
Chicago, IL 60606
(312) 443-0700**

CALCULATION OF FILING FEE

Transaction Valuation(*)

\$70,436,812

Amount of Filing Fee()**

\$2,162

* Estimated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the transaction valuation was calculated assuming that an aggregate of 3,130,525 10.25% Series A Preferred Shares, are purchased at the tender offer price of \$22.50 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, equals \$30.70 per million of the value of the transaction.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$144.16
Filing Parties: Quanta Capital Holdings Ltd.,

Amount Previously Paid: \$1,922.14
Filing Parties: Quanta Capital Holdings Ltd.,

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QCH Acquisition Ltd.
Form or Registration No.: SC TO-I/A
Date Filed: July 12, 2007

QCH Acquisition Ltd.
Form or Registration No.: SC TO-I
Date Filed: June 1, 2007

Amount Previously Paid: \$96.00
Filing Parties: Quanta Capital Holdings Ltd.,
QCH Acquisition Ltd.

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Form or Registration No.: SC TO-I/A

Date Filed: July 20, 2007

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 6 (this Final Amendment) amends and supplements the combined Tender Offer Statement and Rule 13e-3 Transaction Statement under cover of Schedule TO (as heretofore amended, the Schedule TO), which relates to an offer by QCH Acquisition Ltd., an exempted company limited by shares incorporated in Bermuda (Purchaser), a wholly-owned subsidiary of Quanta Capital Holdings Ltd., an exempted company limited by shares incorporated in Bermuda as a holding company (Quanta), to purchase any and all of Quanta s 10.25% Series A Preferred Shares (the Preferred Shares). The Schedule TO was originally filed on June 1, 2007, and was amended on June 4, 2007, June 28, 2007, July 12, 2007, July 20, 2007 and August 8, 2007. The Schedule TO relates to an offer by Purchaser to purchase the Preferred Shares at \$22.50 per share, net to the seller in cash (subject to applicable withholding taxes), and upon the terms and subject to the conditions set forth under the Offer to Purchase and Proxy Statement (as amended and supplemented, the Offer to Purchase), a copy of which is attached to Schedule TO as Exhibit (a)(1), as supplemented by Exhibit (a)(10), and in the related Letter of Transmittal (as amended and supplemented, the Letter of Transmittal), a copy of which is attached to Schedule TO as Exhibit (a)(11). Except as specifically provided herein, this Final Amendment does not amend any of the information previously reported on the Schedule TO. Capitalized terms used, but not otherwise defined in this Final Amendment shall have the meaning given in the Offer to Purchase.

Item 6. Purposes of the Transaction and Plans or Proposal; Item 8. Interest in Securities of the Subject Company; Item 11. Additional Information.

Items 6, 8 and 11 of the Schedule TO are hereby amended and supplemented by adding the following:

At 12:00 Midnight, New York City time, on August 10, 2007, the tender offer expired as scheduled and was not extended. Based on information provided by The Bank of New York, the depository for the tender offer, as of the expiration of the tender offer, a total of 3,024,891 Preferred Shares had been validly tendered or guaranteed for tender and not withdrawn pursuant to the tender offer, representing more than 96% of the issued Preferred Shares.

On August 10, 2007, Quanta also held special general meeting of the holders of the Preferred Shares for the approval of an amendment to the Certificate of Designation of the Preferred Shares to remove a provision that would permit holders of Preferred Shares to elect two members to Quanta s board of directors. At the special general meeting holders of the Preferred Shares approved the amendment by votes cast, in person or by proxy, representing 2,459,402 Preferred Shares, which represents a majority of the votes cast at the meeting.

On August 13, 2007, Quanta issued a press release announcing the final results of the tender offer and the approval of the amendment to the Certificate of Designation of the Preferred Shares. The full text of the press release is attached hereto as Exhibit (a)(17) and is incorporated herein by reference.

Following the purchase of the Preferred Shares tendered and guaranteed for tender pursuant to the tender offer, Purchaser will beneficially own more than 90% of the issued Preferred Shares, and subject to the approval by its board of directors, Quanta intends to file a Form 15 with the SEC, terminating the registration of Preferred Shares under Section 12(g) of the Exchange Act, and Purchaser plans to purchase the remaining issued Preferred Shares. Under Bermuda law, if Purchaser acquires 90% or more of the Preferred Shares in the tender offer within four months after commencing the tender offer, then Purchaser may require any nontendering holders to sell their Preferred Shares to Purchaser on the same terms as in the tender offer if Purchaser gives notice to those holders within two months after the closing of the tender offer.

Item 12. Exhibits.

- (a) (1) Offer to Purchase and Proxy Statement.**
- (2) Letter of Transmittal.**
- (3) Proxy.**
- (4) Notice of Guaranteed Delivery.**

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- (5) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.**
 - (6) Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.**
 - (7) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.**
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- (8) Press Release issued by Quanta on June 4, 2007.**
- (9) Press Release issued by Quanta on July 12, 2007.**
- (10) Supplement to Offer to Purchase and Proxy Statement.**
- (11) Amended Letter of Transmittal.**
- (12) Amended Notice of Guaranteed Delivery.**
- (13) Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.**
- (14) Amended Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.**
- (15) Press Release issued by Quanta on July 19, 2007.**
- (16) Press Release issued by Quanta on August 7, 2007.**
- (17) Press Release issued by Quanta on August 13, 2007.*
- (b) Not applicable.
- (c) (1) Financial analysis presentation materials, dated May 23, 2007, prepared by Friedman, Billings, Ramsey & Co., Inc. for the Special Committee of the Board of Directors of Quanta.**
- (2) Pitch presentation materials, dated April 11, 2007, prepared by Friedman, Billings, Ramsey & Co., Inc. for the Board of Directors of Quanta.**
- (d) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

* Filed herewith.

** Previously filed.

Item 13. Information Required By Schedule 13E-3.

Item 13 of the Schedule TO is hereby amended and supplemented as follows:

At 12:00 Midnight, New York City time, on August 10, 2007, the tender offer expired as scheduled and was not extended. Based on information provided by The Bank of New York, the depositary for the tender offer, as of the expiration of the tender offer, a total of 3,024,891 Preferred Shares had been validly tendered or guaranteed for tender and not withdrawn pursuant to the tender offer, representing more than 96% of the issued Preferred Shares.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth under this statement is true, complete and correct.

Date: August 13, 2007

QUANTA CAPITAL HOLDINGS LTD.

By: /s/ Jonathan J.R. Dodd,
Jonathan J.R. Dodd
Chief Financial Officer

Date: August 13, 2007

QCH ACQUISITION LTD.

By: /s/ Jonathan J.R. Dodd,
Jonathan J.R. Dodd
Chief Financial Officer

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